

EXHIBIT B

Articles of Incorporation

and

Certificate of Authority to Transact Business

FORM BCA 13.15 (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

FILED

FEB 09 2004

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.

File # 0335-686-7

SEE NOTE 1 CONCERNING PAYMENT

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ — Total \$ 175.00 Approved: R
— Submit in duplicate — Type or Print clearly in black ink — Do not write above this line —

1. (a) CORPORATE NAME: POWER OF CHOICE HOLDING COMPANY

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: —

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.16 is attached.)

2. State or Country of Incorporation MICHIGAN Date of Incorporation 08/12/2002 Period of Duration PERPETUAL

3. (a) Address of the principal office, wherever located: 20200 GOVERNORS DRIVE-STE 107
OLYMPIA FIELDS, IL 60461-1087
(b) Address of principal office in Illinois:
(If none, so state) 20200 GOVERNORS DRIVE-STE 107
OLYMPIA FIELDS, IL 60461-1087

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: JODY WILLIAMS
First Name Middle Initial Last Name
Registered Office: 20200 GOVERNORS DRIVE STE 107
Number Street Suite # (A.P.O. Box alone
OLYMPIA FIELDS 60461-1087 Cook is not acceptable.)
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
MI

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

| | Name | No. & Street | City | State | ZIP |
|-----------|------------------|-------------------------------|----------------|-------|-------|
| President | JODY WILLIAMS | 20200 GOVERNORS DRIVE-STE 107 | OLYMPIA FIELDS | IL | 60461 |
| Secretary | JULIA S BUTLER | | SAME | | |
| Director | JODY WILLIAMS | | SAME | | |
| Director | JULIA S BUTLER | | SAME | | |
| Director | GEORGE KOTSIONIS | | SAME | | |

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

TO PROVIDE TELECOMMUNICATIONS, NATURAL GAS AND ELECTRIC SERVICES

8. Authorized and issued shares:

| Class | Series | Par Value | Number of Shares Authorized | Number of Shares Issued |
|--------|--------|-------------------|--------------------------------|----------------------------|
| COMMON | - | WITHOUT PAR VALUE | 60,000 | 20,000 |

(If more, attach list)

9. Paid-in Capital: \$ 10,000
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 350,000
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 100,000
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 800,000
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 250,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? -- NO.
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated 01/26/04
(Month & Day) (Year)

[Signature]
(Authorized Officer's Signature)

Jody Williams Pres.
(Print Name and Title)

Power of Choice Holding Company
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - PROFIT

for

POWER OF CHOICE HOLDING COMPANY

ID NUMBER: 33130C

received by facsimile transmission on August 8, 2002 is hereby endorsed

Filed on August 12, 2002 by the Administrator.

*The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.*



Sent by Facsimile Transmission 02224

GOLD SEAL APPEARS ONLY ON ORIGINAL

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 12th day
of August, 2002.*

, Director

Bureau of Commercial Services

DC/CAP-500 (Rev. 03/01)

| MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES | | | |
|--|-------------|-----------------------|-----------------|
| Date Received | | (FOR BUREAU USE ONLY) | |
| | | | |
| This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. | | | |
| Name Patrick D. Crocker | | | |
| Address 900 Comerica Building | | | |
| City Kalamazoo | State MI | ZIP Code 49007 | Effective Date: |

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Power of Choice Holding Company

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000

Preferred Shares

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:
N/A

ARTICLE IV

1. The address of the registered office is:

900 Comerica Building Kalamazoo, Michigan 49007
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: Patrick D. Crocker

08/08/2002 03:37PM

GOLD SEAL APPEARS ONLY ON ORIGINAL

DCS/CD-300 (Rev. 00/01)

ARTICLE V

The name(s) and address(es) of the incorporator(s) is(are) as follows:

| Name | Residence or Business Address |
|--------------------|--|
| Patrick D. Crocker | 900 Comerica Building, Kalamazoo, MI 49007 |
| | |
| | |
| | |
| | |
| | |

ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

08/08/2002 03:37PM

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AUG-08-2002 THU 03:33 PM EARLY LENNON

FAX NO. 616 349 8525

P. 04

NCB/CDS-510 (Rev. 02/01)

The space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this 6th day of August, 2002.

Arnon D. Cohen,
Attorney

08/08/2002 03:37PM

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